

ELECTRONICALLY FILED

December 27, 2006

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Counsel for the Official Committee Of  
 Equity Security Holders Of USA Capital First Trust Deed Fund, LLC

**UNITED STATES BANKRUPTCY COURT  
 DISTRICT OF NEVADA**

In re:	)	BK-S-06-10725-LBR
USA COMMERCIAL MORTGAGE COMPANY,	)	Chapter 11
Debtor.	)	
In re:	)	BK-S-06-10726-LBR
USA CAPITAL REALTY ADVISORS, LLC,	)	Chapter 11
Debtor.	)	
In re:	)	BK-S-06-10727-LBR
USA CAPITAL DIVERSIFIED TRUST DEED FUND, LLC,	)	Chapter 11
Debtor.	)	
In re:	)	BK-S-06-10728-LBR
USA CAPITAL FIRST TRUST DEED FUND, LLC,	)	Chapter 11
Debtor.	)	
In re:	)	BK-S-06-10729-LBR
USA SECURITIES, LLC,	)	Chapter 11
Debtor.	)	

**Affects**

- ☐ All Debtors  
☐ USA Commercial Mortgage Co.  
☐ USA Securities, LLC  
☐ USA Capital Realty Advisors, LLC  
☐ USA Capital Diversified Trust Deed  
☒ USA First Trust Deed Fund, LLC

**Hearing**

Date: January 31, 2007  
 Time: 9:30 a.m.  
 Place: Courtroom #1

**AMENDED NOTICE OF SECOND OMNIBUS OBJECTION OF THE OFFICIAL COMMITTEE  
 OF EQUITY SECURITY HOLDERS OF USA CAPITAL FIRST TRUST DEED FUND, LLC TO  
 MISFILED CLAIMS FILED BY DANIEL O CARLTON & TAKEKO CARLTON REVOCABLE  
 TRUST DATED 4/30/97, LAWRENCE J. ARONSON & HENRIETTA ARONSON, MILLIE  
 SHOICHET & HENRIETTA ARONSON, BUCKWALD REVOCABLE TRUST DATED 2/11/92,  
 PHILLIP DARIN GOFORTH & FRANCESCA M. GOFORTH, MELINDA ESTEVEZ &  
 RICHARD DAVID ESTEVEZ ACCT. #2, MELINDA ESTEVEZ & RICHARD DAVID ESTEVEZ  
 ACCT. #1; MELINDA ESTEVEZ & RICHARD DAVID ESTEVEZ ACCT. #3, AND THE EVO.  
 E. ZEPPONI AND BILLIE D. ZEPPONI FAMILY TRUST UNDER AGREEMENT DATED  
 2/9/1983 (AFFECTS DEBTOR USA CAPITAL FIRST TRUST DEED FUND, LLC)**

1 **TO: DANIEL O CARLTON & TAKEKO CARLTON, TRUSTEES (on account of**  
2 **claims filed by DANIEL O CARLTON & TAKEKO CARLTON**  
3 **REVOCABLE TRUST DATED 4/30/97)**  
4 **LAWRENCE J. ARONSON & HENRIETTA ARONSON**  
5 **MILLIE SHOICHET & HENRIETTA ARONSON**  
6 **NEIL BUCKWALD, TRUSTEE (on account of the claim filed by BUCKWALD**  
7 **REVOCABLE TRUST DATED 2/11/92)**  
8 **PHILLIP DARIN GOFORTH & FRANCESCA M. GOFORTH**  
9 **MELINDA ESTEVEZ & RICHARD DAVID ESTEVEZ (on account of claims filed**  
10 **by MELINDA ESTEVEZ & RICHARD DAVID ESTEVEZ ACCT. #'s 1, 2,**  
11 **AND 3)**  
12 **EVO E. AND BILLIE D. ZEPPONI (on account of the claim filed by THE**  
13 **EVO. E. ZEPPONI AND BILLIE D. ZEPPONI FAMILY TRUST UNDER**  
14 **GREEMENT DATED 2/9/1983)**  
15 **USA CAPITAL FIRST TRUST DEED FUND, LLC**  
16 **U.S. TRUSTEE**  
17 **ALL PARTIES IN INTEREST**

18 **PLEASE TAKE NOTICE** that on December 27, 2006, the "Second Omnibus  
19 **Objection Of The Official Committee Of Equity Security Holders Of USA Capital First**  
20 **Trust Deed Fund, LLC To Misfiled Claims"** (the "Objection") was filed by the Official  
21 Committee of Equity Security Holders of USA Capital First Trust Deed Fund, LLC (the "FTDF  
22 Committee"). Pursuant to the Objection, the FTDF Committee seeks the disallowance of certain  
23 proofs of claim (the "Wrong Debtor Claims") on the grounds that such claims have been  
24 erroneously filed against the USA Capital First Trust Deed Fund, LLC ( the "FTDF") and that the  
25 FTDF has no liability on account of such claims. By the Objection, the FTDF Committee does not  
26 seek to prejudice the rights of any of the claimants who filed Wrong Debtor Claims (the  
27 "Claimants") to recover from other Debtors in the Chapter 11 cases on account the liabilities  
28 asserted in the Wrong Debtor Claims, nor does the FTDF Committee seek to prejudice the right of  
Claimants to file proofs of claim that are based on outstanding debts that the FTDF may owe to  
them. The Wrong Debtor Claims and the requested treatment of such claims by the FTDF  
Committee are as follows:

FTDF Claim No.	Claimant	Date Signed	Claim Amount	Comments	Proposed Disposition
43	Daniel O. Carlton & Takeko Carlton Revocable Trust Dated 4/30/97	September 25, 2006	\$17,260.84	Claimant is not a FTDF Member nor is it otherwise connected to the FTDF. Proof of claim appears to be based on a loan that was made by the Claimant to Brookemere LLC and Lord & Essex Mattseon, LLC.	Disallow in its entirety.
44	Daniel O. Carlton & Takeko Carlton Revocable Trust Dated 4/30/97	September 25, 2006	\$75,000.00	Claimant is not a FTDF Member nor is it otherwise connected to the FTDF. Proof of claim appears to be based on a loan that was made by the Claimant to Fox Hills 185, LLC, Fox Hills River East, LLC, Fox Hills 119, LLC, and Fox Hills 37, LLC.	Disallow in its entirety.
45	Daniel O. Carlton & Takeko Carlton Revocable Trust Dated 4/30/97	September 25, 2006	\$55,000.00	Claimant is not a FTDF Member nor is it otherwise connected to the FTDF. Proof of claim appears to be based on a loan that was made by the Claimant to Elizabeth May Real Estate, LLC.	Disallow in its entirety.
46	Daniel O. Carlton & Takeko Carlton Revocable Trust Dated 4/30/97	September 25, 2006	\$55,000.00	Claimant is not a FTDF Member nor is it otherwise connected to the FTDF. Proof of claim appears to be based on a loan that was made by the Claimant to Glendale Tower Partners, L.P.	Disallow in its entirety.

FTDF Claim No.	Claimant	Date Signed	Claim Amount	Comments	Proposed Disposition
49	Daniel O. Carlton & Takeko Carlton Revocable Trust Dated 4/30/97	September 25, 2006	\$50,000.00	Claimant is not a FTDF Member nor is it otherwise connected to the FTDF. Proof of claim appears to be based on a loan that was made by the Claimant to Castaic Partners, LLC.	Disallow in its entirety.
50	Lawrence J. Aronson & Henrietta Aronson	September 25, 2006	\$100,000.00	Claimants are not FTDF Members nor are they otherwise connected to the FTDF. Proof of claim appears to be based on a loan that was made by the Claimant to HFA Clear Lake, LLC.	Disallow in its entirety.
51	Mollie Shoichet & Henrietta Aronson	September 25, 2006	\$100,000.00	Claimants are not FTDF Members nor are they otherwise connected to the FTDF. Proof of claim appears to be based on a loan that was made by the Claimant to HFA Clear Lake, LLC.	Disallow in its entirety.
52	Buckwald Revocable Trust Dated 2/11/92	September 27, 2006	\$50,807.00	Claimant is not a FTDF Member nor is it otherwise connected to the FTDF. Proof of claim appears to be based on a loan that was made by the Claimant to One Point Street, Inc.	Disallow in its entirety.

FTDF Claim No.	Claimant	Date Signed	Claim Amount	Comments	Proposed Disposition
54	Phillip Darin Goforth & Francesca M. Goforth	September 22, 2006	\$50,000.00	Claimants are not FTDF Members nor are they otherwise connected to the FTDF. Proof of claim appears to be based on a loan that was made by the Claimant to BarUSA.	Disallow in its entirety.
57	Melinda Estevez & Richard David Estevez Acct. # 2	October 1, 2006	\$331.52	Claimants are not FTDF Members nor are they otherwise connected to the FTDF. Proof of claim appears to be based on a loan that was made by Claimants to an unspecified borrower and that is serviced by USA Commercial Mortgage Company.	Disallow in its entirety.
58	Melinda Estevez & Richard David Estevez Acct. # 1	September 28, 2006	\$51,095.00	Claimants are not FTDF Members nor are they otherwise connected to the FTDF. Proof of claim appears to be based on an loan that was made by Claimants to an unspecified borrower and that is serviced by USA Commercial Mortgage Company.	Disallow in its entirety.

FTDF Claim No.	Claimant	Date Signed	Claim Amount	Comments	Proposed Disposition
59	Melinda Estevez & Richard David Estevez Acct. # 3	October 1, 2006	\$68,000.0	Claimants are not FTDF Members nor are they otherwise connected to the FTDF. Proof of claim appears to be based on an loan that was made by Claimants to an unspecified borrower and that is serviced by USA Commercial Mortgage Company.	Disallow in its entirety.
60	The Evo E. Zepponi and Billie D. Zepponi Family Trust Under Agreement Dated 2/9/1983	October 2, 2006	\$3,961.66	Claimant is a not FTDF Member nor is it otherwise connected to the FTDF. Proof of claim appears to be based on amounts due from borrowers on account of various loans that were made by Claimant and that are serviced by USA Commercial Mortgage Company.	Disallow in its entirety.

**PLEASE TAKE FURTHER NOTICE** that the hearing on the Objection will be held before the Honorable Linda B. Riegle, United States Bankruptcy Judge, in the Foley Federal Building, 300 Las Vegas Boulevard South, Courtroom 1, Las Vegas, Nevada, on January 31, 2007, at the hour of 9:30 a.m.

**PLEASE TAKE FURTHER NOTICE** that any response to the Objection must be filed by **January 24, 2007** pursuant to Local Rule 3007(b), which states:

If an objection to a claim is opposed, a written response must be filed and served on the objecting party at least 5 business days before the scheduled hearing. A response is deemed sufficient if it states that written documentation in support of the proof of claim has already been provided to the objecting party and that the documentation will be provided at any evidentiary hearing or trial on the matter.

1 If you object to the relief requested, you *must* file a **WRITTEN** response to this  
2 pleading with the court. You *must* also serve your written response on the person who sent you  
3 this notice.

4 If you do not file a written response with the court, or if you do not serve your  
5 written response on the person who sent you this notice, then:

6 ! The court may *refuse to allow you to speak* at the scheduled hearing; and  
7 ! The court may *rule against you* without formally calling the matter at the  
8 hearing.

9  
10 DATED: December 27, 2006

/s/ Andrew M. Parlen  
Andrew M. Parlen, Esq.  
Stutman, Treister & Glatt  
Professional Corporation  
Counsel to the Official Committee of Equity  
Security Holders of USA Capital First Trust  
Deed Fund, LLC